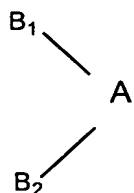


Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Original) A compound having the formula



wherein:

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted with 1 to 4 independent substituents when the ring is 6-membered and substituted; and

each of B₁ and B₂ is the same or different substituted or unsubstituted 6-membered aryl or heteroaryl ring;
and salts thereof.

2. (Canceled)

3. (Original) The compound of claim 1 wherein at least one of B₁ and B₂ is singly or independently multiply substituted and the substituents are selected from: a methyl group optionally, independently substituted with one or more halogen, an ethyl group optionally, independently substituted with one or more halogen, a halogen, -OH, -OCH₃, optionally, independently substituted with one or more halogen, and -SCH₃ optionally, independently substituted with one or more halogen.

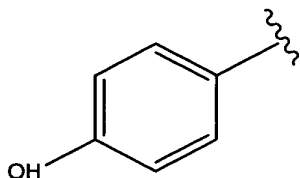
4. (Canceled)

5. (Currently amended) The compound of claim 1 ~~or~~ 2 wherein A is selected from the group consisting of oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolidinyl, pyrazolyl, furanyl, and pyridinyl.

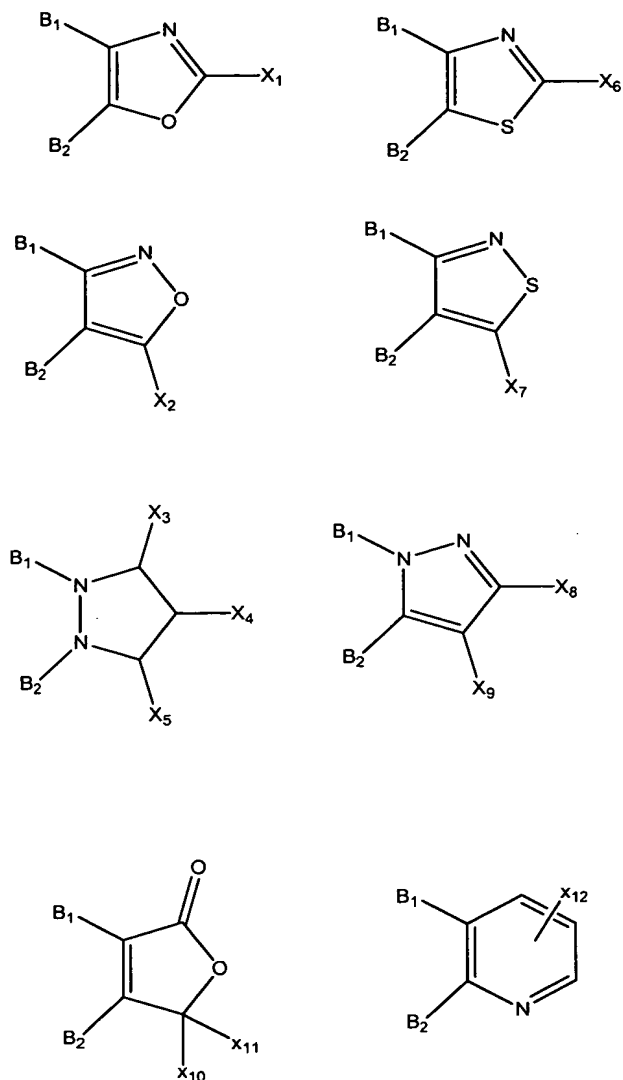
6. (Original) The compound of claim 1 wherein each of B₁ and B₂ is a singly or multiply substituted phenyl group.

7. (Canceled)

8. (Original) The compound of claim 1 wherein one or both of B₁ and B₂ is:



9. (Original) The compound of claim 1 selected from the group consisting of:



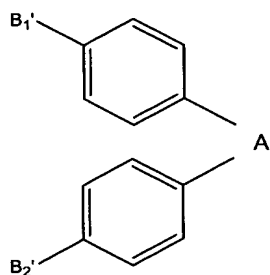
wherein:

each X_1 - X_{12} is independently: H, halogen, substituted or unsubstituted C_{1-12} alkyl, substituted or unsubstituted C_{2-12} alkenyl, substituted or unsubstituted C_{2-12} alkynyl, substituted or unsubstituted C_{1-6} alkoxy, oxo, substituted or unsubstituted C_{2-12} alkenyloxy, substituted or unsubstituted C_{5-10} cycloalkenyloxy, substituted or unsubstituted (C_{2-12} alkynyl)oxy, (C_{1-6} alkyl)oxy(C_{1-6} alkyl), substituted or unsubstituted C_{6-12} aryloxy, (C_{3-6} heteroaryl)-(C_{1-6} alkyl)oxy, (C_{1-12} alkyl)thio, substituted or unsubstituted (C_{1-4} alkyl)-thio-(C_{1-}

₄ alkyl), substituted or unsubstituted C₆-C₁₀ aryl, substituted or unsubstituted styryl, substituted or unsubstituted C₃₋₁₂ heteroaryl, substituted or unsubstituted C₄₋₈ heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, C₁₋₄ trihaloalkoxy, bivalent oxy(C₁₋₆)alkyloxy, (C₁₋₆) acylamino, (C₁₋₆) acylthio, amino, and azido; or R⁵ and R⁶ form a C₅-C₁₀ heteroaryl ring, and each of R⁴, R⁷, and R⁸ is, independently, hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, or C₁₋₄ trihaloalkoxy.

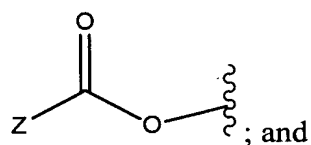
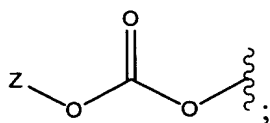
10-16. (Canceled)

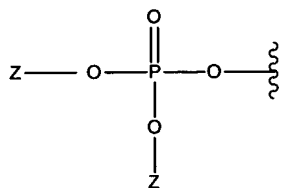
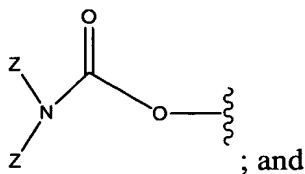
17. (Original) A compound having the formula:



wherein

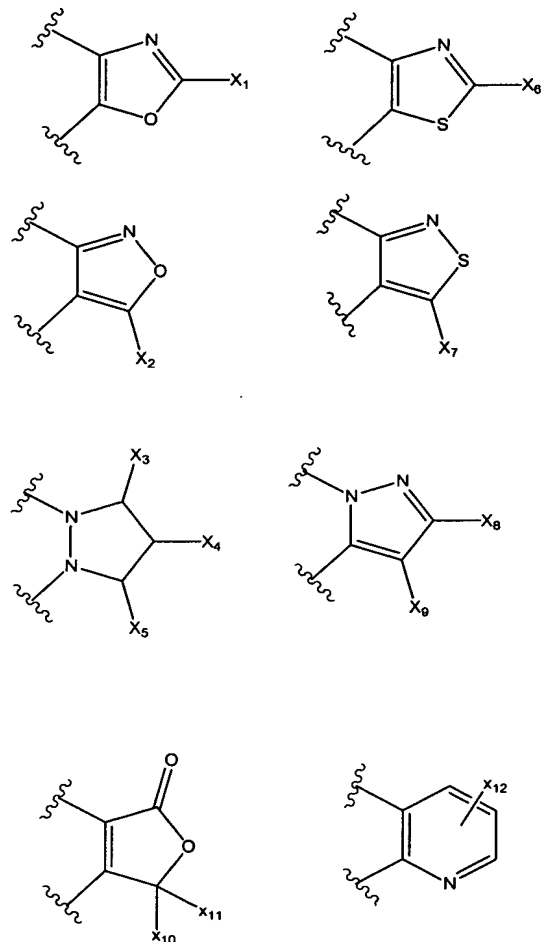
A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted and 1 to 4 independent substituents when the ring is 6-membered and substituted; and one or both of B₁' and B₂' are selected from H, -OH,





wherein each Z is independently H or a C₁₋₆ straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted; and salts thereof.

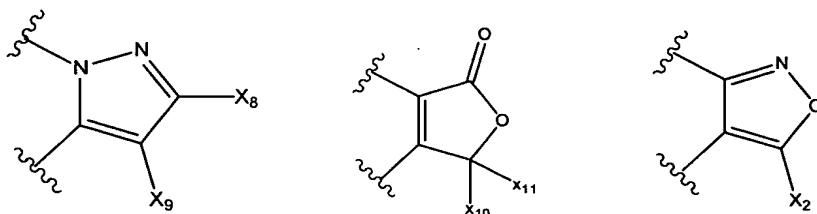
18. (Original) The compound of claim 17 wherein A is selected from:



wherein each X₁-X₁₂ is independently: H, halogen, substituted or unsubstituted C₁₋₁₂ alkyl, substituted or unsubstituted C₂₋₁₂ alkenyl, substituted or unsubstituted C₂₋₁₂ alkynyl, substituted or unsubstituted C₁₋₆ alkoxy, oxo, substituted or unsubstituted C₂₋₁₂ alkenyloxy, substituted or unsubstituted C₅₋₁₀ cycloalkenyloxy, substituted or unsubstituted (C₂₋₁₂ alkynyl)oxy, (C₁₋₆ alkyl)oxy(C₁₋₆ alkyl), substituted or unsubstituted C₆₋₁₂ aryloxy, (C₃₋₆ heteroaryl)-(C₁₋₆ alkyl)oxy, (C₁₋₁₂ alkyl)thio, substituted or unsubstituted (C₁₋₄ alkyl)-thio-(C₁₋₄ alkyl), substituted or unsubstituted C_{6-C10} aryl, substituted or unsubstituted styryl, substituted or unsubstituted C₃₋₁₂ heteroaryl, substituted or unsubstituted C₄₋₈ heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, C₁₋₄ trihaloalkoxy, bivalent oxy(C₁₋₆)alkyloxy, (C₁₋₆)

acylamino, (C₁₋₆) acylthio, amino, and azido; or R⁵ and R⁶ form a C₅-C₁₀ heteroaryl ring, and each of R⁴, R⁷, and R⁸ is, independently, hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, or C₁₋₄ trihaloalkoxy.

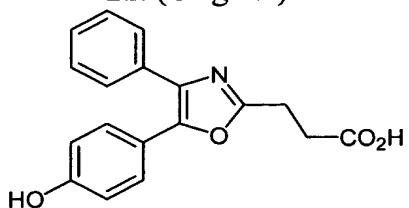
19. (Original) The compound of claim 18 wherein A is selected from:



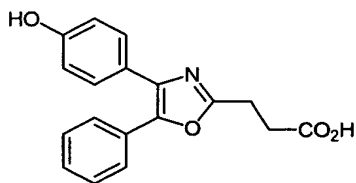
20. (Original) The compound of claim 19 wherein X₂ is selected from H, CH₃, COOH, -CH₂-CH₂-COOH, -CH₂-COOH and CF₃; X₁₀ and X₁₁ are H or one or both of X₁₀ and X₁₁ are CH₃ or CF₃; X₉ is missing; and X₈ is CH₃ or CF₃.

21. (Canceled)

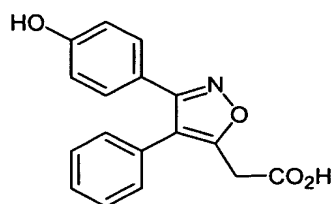
22. (Original) The compound of claim 17 selected from:



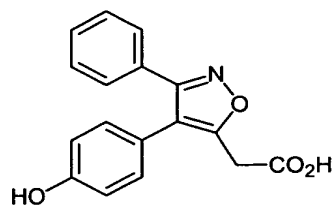
3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-oxazol-2-yl]propionic acid



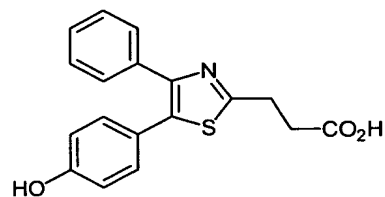
3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-oxazol-2-yl]propionic acid



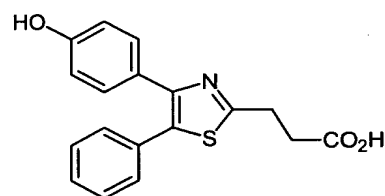
[3-(4-hydroxyphenyl)-4-phenylisoxazol-5-yl]acetic acid



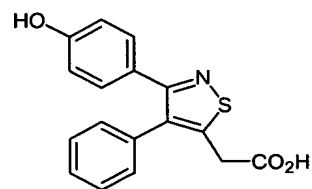
[4-(4-hydroxyphenyl)-3-phenylisoxazol-5-yl]acetic acid



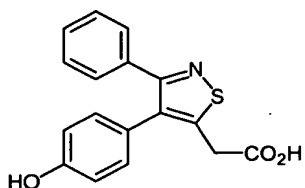
3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-thiazol-2-yl]propionic acid



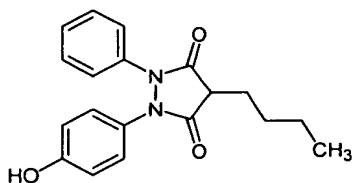
3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-thiazol-2-yl]propionic acid



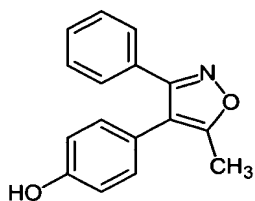
[3-(4-hydroxyphenyl)-4-phenylisothiazol-5-yl]acetic acid



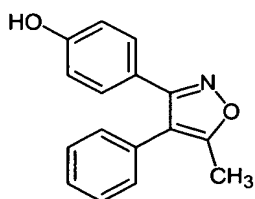
[4-(4-hydroxyphenyl)-3-phenylisothiazol-5-yl]acetic acid



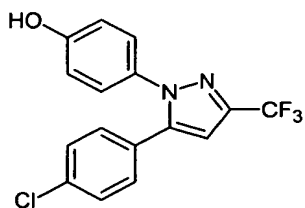
4-butyl-1-(4-hydroxyphenyl)-2-phenylpyrazolidine-3,5-dione



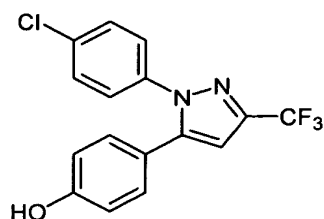
4-(5-methyl-3-phenylisoxazol-4-yl)phenol



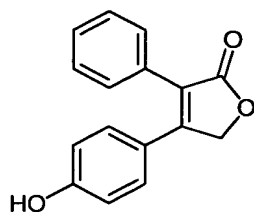
4-(5-methyl-4-phenylisoxazol-3-yl)phenol



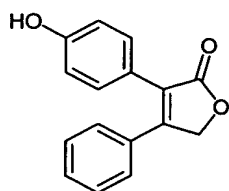
-1-(4-hydroxyphenyl)-3-(trifluoromethyl)-5-(4-chlorophenyl)- pyrazole



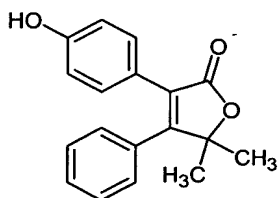
1-(4-chlorophenyl)-3-(trifluoromethyl)-5-(4-hydroxyphenyl)- pyrazole



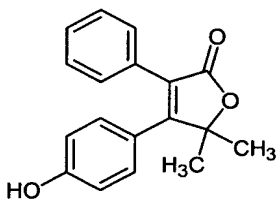
4-(4-hydroxyphenyl)-3-phenylfuran-2(5H)-one



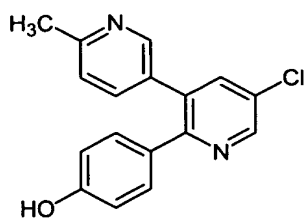
3-(4-hydroxyphenyl)-4-phenylfuran-2(5H)-one



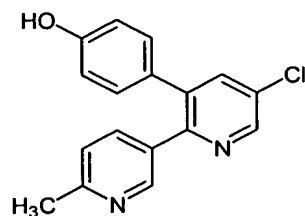
3-(4-hydroxyphenyl)-5,5-dimethyl-4-phenylfuran-2(5H)-one



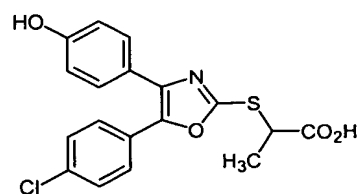
4-(4-hydroxyphenyl)-5,5-dimethyl-3-phenylfuran-2(5H)-one



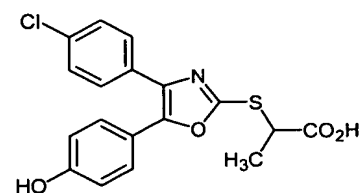
4-(5-chloro-6'-methyl-3,3'-bipyridin-2-yl)phenol



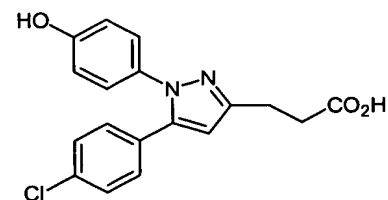
4-(5-chloro-6'-methyl-2,3'-bipyridin-3-yl)phenol



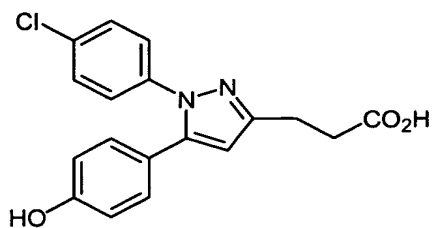
2-{[5-(4-chlorophenyl)-4-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



2-{[4-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



3-[5-(4-chlorophenyl)-1-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid



3-[1-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid.

23. (Currently amended) A pharmaceutical composition comprising the compound of claim 1 ~~or claim 17~~ and a pharmaceutically acceptable carrier.

24-28. (Canceled)

29. (Currently amended) A method for treating inflammation, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 ~~or claim 17~~.

30. (Canceled)

31. (Currently amended) A method for treating pain, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 ~~or claim 17~~.

32-36. (Canceled)

37. (Currently amended) A method for treating anxiety comprising administering the compound of claim 1 ~~or claim 17~~.

38-40. (Canceled)

41. (Currently amended) A method for treating a sleep disorder comprising administering the compound of claim 1 ~~or claim 17~~.

42-44. (Canceled)